Dermira, Inc. Form 4 October 08, 2014

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hutton Wende S Issuer Symbol Dermira, Inc. [DERM] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title C/O DERMIRA, INC., 2055 10/08/2014 below) **WOODSIDE ROAD** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

REDWOOD CITY, CA 94061

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative Sec	urities	Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Approx Disposed of (Instr. 3, 4 an	of (D)	ed (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/08/2014		C	2,450,873	A	\$ 0 (1)	2,450,873	I	See footnote (2)
Common Stock	10/08/2014		P	49,276	A	\$ 16	2,500,149	I	See footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of ctionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ivative Expiration Date urities (Month/Day/Year) quired (A) or posed of (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	\$ 0 (1)	10/08/2014		C		1,708,040	<u>(1)</u>	(3)	Common Stock	1,708,04
Series B Preferred Stock	\$ 0 (1)	10/08/2014		C		469,878	<u>(1)</u>	(3)	Common Stock	469,878
Series C Preferred Stock	\$ 0 (1)	10/08/2014		C		272,955	<u>(1)</u>	(3)	Common Stock	272,955

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Hutton Wende S C/O DERMIRA, INC. 2055 WOODSIDE ROAD REDWOOD CITY, CA 94061

X

Signatures

/s/ Jaime Slocum, Attorney-in-fact

**Signature of Reporting Person Da

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- In connection with the consummation of the Issuer's initial public offering on October 8, 2014, each share of Preferred Stock
 (1) automatically converted into one (1) share of Common Stock for no additional consideration. All shares of Common Stock issued upon conversion were aggregated.
 - Shares held directly by Canaan VIII L.P. (the "Canaan Fund"). Canaan Partners VIII LLC ("Canaan VIII" and together with the Canaan Fund, the "Canaan Entities") is the sole general partner of the Canaan Fund. Investment and voting decisions with respect to the shares held by the Canaan Fund are made by the managers of Canaan VIII, collectively, and no manager of Canaan VIII has beneficial
- (2) ownership of any shares held by Canaan VIII L.P. Wende Hutton, a manager and member of Canaan VIII, serves as the representative of the Canaan Entities on the Issuer's board of directors. Ms. Hutton disclaims beneficial ownership in the securities held by the Canaan Entities, except to the extent of her pecuniary interest, if any, in such securities by virtue of the limited liability company interests she owns in Canaan VIII.

Reporting Owners 2

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(3) None.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.